

**CONSENT OF THE DIRECTORS AND SHAREHOLDERS
OF JR PRODUCE, INC.**

Pursuant to Article 9.10 of the Texas Business Corporation Act and in accordance with the bylaws of JR PRODUCE, INC. (hereinafter the "Corporation") Oscar Gonzalez, President of JR PRODUCE, INC., hereby executes this written consent to evidence the requisite majority consent on November 19, 2014, to the following:

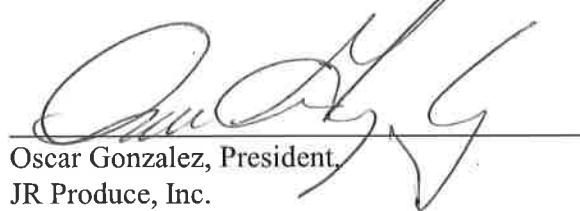
WHEREAS, JR PRODUCE, INC. is unable to pay its debts:

RESOLVED, that this Corporation file a voluntary case in the United States Bankruptcy Court for the Western District of Texas, El Paso Division, pursuant to Chapter 11 of Title 11 U.S.C.A. and that Oscar Gonzalez, President of this company, be and is hereby authorized and directed to make, verify and file all petitions, Schedules, Statement of Financial Affairs, lists and other papers as may be necessary to procure an Order for Relief.

IT IS FURTHER RESOLVED, that this Corporation be and it is hereby authorized to retain the law firm of James & Haugland, P.C. to represent it in proceedings under Chapter 11 of Title 11 U.S.C.A. and to do all things as may be necessary to aid in the reorganization of the Corporation.

This consent shall be filed with the minutes of the proceedings of the Directors and Shareholders of this Corporation.

Dated this 19 day of November, 2014. To be Effective as of November 12, 2014.



Oscar Gonzalez, President,
JR Produce, Inc.

MINUTES OF SPECIAL SHAREHOLDER'S AND DIRECTOR'S MEETING

WHEREAS, on this date, came on to be conducted a duly noticed Meeting of Directors and Shareholders pursuant to that Notice issued by Oscar Gonzalez, President; and,

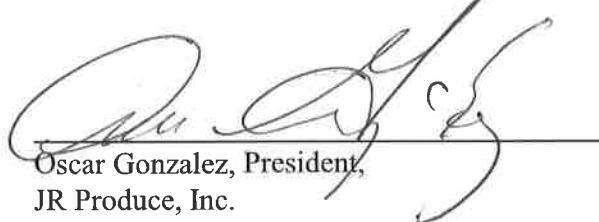
WHEREAS, JR PRODUCE, INC. is unable to pay its debts:

IT IS THEREFORE RESOLVED, that this Corporation file a voluntary case in the United States Bankruptcy Court for the Western District of Texas, El Paso Division, pursuant to Chapter 11 of Title 11 U.S.C.A. and that Oscar Gonzalez, President of this company, be and is hereby authorized and directed to make, verify and file all petitions, Schedules, Statement of Financial Affairs, lists and other papers as may be necessary to procure an Order for Relief.

IT IS FURTHER RESOLVED, that this Corporation be and it is hereby authorized to retain the law firm of James & Haugland, P.C. to represent it in proceedings under Chapter 11 of Title 11 U.S.C.A. and to do all things as may be necessary to aid in the reorganization of the Corporation.

There being no further business, the meeting was adjourned at 10:00 a.m. on the 19 day of November, 2014.

Dated this 19 day of November, 2014. To be effective as November 12, 2014.



Oscar Gonzalez, President,
JR Produce, Inc.

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Oscar Gonzalez, declare under penalty of perjury that I am the President of JR PRODUCE, INC., a Texas corporation, and that on November 19, 2014, the following resolution was duly adopted by JR PRODUCE, INC. (hereinafter referred to as the "Company") pursuant to the Special Director's and Shareholder's Meeting held on November 19, 2014, Minutes of which are attached hereto as Exhibit "A" and the Consent of the Director and Shareholder of JR PRODUCE, INC. signed on November 19, 2014 and attached hereto as Exhibit "B".

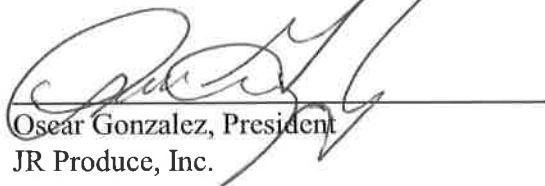
"WHEREAS, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court, Western District of Texas, El Paso Division, pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that, Oscar Gonzalez, President of the Company is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

Be It Further Resolved, that, Oscar Gonzalez, President of the Company, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

Be It Further Resolved, that, Oscar Gonzalez, President, of the Company, is authorized and directed to employ Aldo R. Lopez, attorney and the law firm of James & Haugland, P.C. to represent the Corporation in such bankruptcy case."

Executed on this 19 day of November, 2014. To be effective as of November 12, 2014


Oscar Gonzalez, President
JR Produce, Inc.

JR PRODUCE, INC.

FINANCIAL STATEMENTS TOGETHER WITH
ACCOUNTANT'S COMPILATION REPORT

FOR THE YEAR ENDED
DECEMBER 31, 2013

Clifford, Ross, Raudenbush & Cooper, LLC

CERTIFIED PUBLIC ACCOUNTANTS

ACCOUNTANT'S COMPILATION REPORT

To the Board of Directors
JR Produce, Inc.
El Paso, Texas

We have compiled the accompanying statement of assets, liabilities, and stockholders' equity-income tax basis of JR Produce, Inc. (a C Corporation) as of December 31, 2013, and the related statements of revenues and expenses and retained earnings - income tax basis for the year then ended. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with the income tax basis of accounting.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the income tax basis of accounting and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Management has elected to omit substantially all of the disclosures ordinarily included in financial statements prepared in accordance with the income tax basis of accounting. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's assets, liabilities, equity, revenues, and expenses. Accordingly, the financial statements are not designed for those who are not informed about such matters.

We are not independent with respect to JR Produce, Inc.

CKC
CLIFFORD, ROSS, RAUDENBUSH & COOPER LLC

September 12, 2014

JR PRODUCE INC.

STATEMENT OF ASSETS, LIABILITIES AND STOCKHOLDERS' EQUITY - INCOME TAX BASIS
DECEMBER 31, 2013

ASSETS

CURRENT ASSETS

Inventory	\$ 38 966
Due from affiliates	<u>266 940</u>
Total current assets	\$ 305 906

PROPERTY AND EQUIPMENT

Machinery and equipment	456 393
Furniture and fixtures	88 997
Leasehold improvements	86 910
Automobiles	78 264
Land	<u>1 235 249</u>
Less accumulated depreciation	<u>678 953</u>
Total property and equipment	1 266 860

OTHER ASSETS

Organization costs, net of amortization	469
Loan origination costs, net of amortization	<u>5 608</u>
Total other assets	<u>6 077</u>
Total assets	\$ 1 578 843

See Accountant's Compilation Report

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Current portion of long-term debt	\$ 74 688
Bank overdraft	57 405
Accounts payable	62 802
Accrued expenses	3 758
Due from affiliate	149 753
Due to stockholder	<u>6 267</u>

Total current liabilities \$ 354 673

LONG-TERM DEBT, NET OF CURRENT PORTION 633 424

STOCKHOLDERS' EQUITY

Common stock - \$1 par value, 100,000 shares authorized, 1,000 shares issued and outstanding	1 000
Retained earnings	<u>589 746</u>

Total stockholders' equity 590 746

Total liabilities and stockholders' equity \$ 1 578 843

JR PRODUCE INC.

STATEMENT OF REVENUES AND EXPENSES - INCOME TAX BASIS
FOR THE YEAR ENDED DECEMBER 31, 2013

REVENUES	\$ 2 381 320
COST OF GOODS SOLD	1 805 310
Gross profit	<u>576 010</u>
EXPENSES	
Administrative wages	\$ 111 432
Leases	105 892
Utilities	79 118
Professional fees	76 113
Other taxes	62 512
Payroll taxes	42 750
Other fees	41 658
Insurance	30 883
Repairs and maintenance	24 563
Store expenses	17 925
Accounting fees	13 108
Bank charges	12 181
Advertising	7 665
Auto expense	7 102
Telephone	3 638
Security	3 193
Licenses and permits	2 860
Office expense	2 120
Miscellaneous	<u>98</u>
Total expenses	<u>644 811</u>
Loss before other income (expenses)	(68 801)
OTHER INCOME (EXPENSES)	
Other income	\$ 128 397
Depreciation	(16 662)
Bad debts	(13 558)
Amortization	(644)
Interest expense	<u>(42 320)</u>
Total other income (expenses)	<u>55 213</u>
Net income (loss)	<u>\$ (13 588)</u>

See Accountant's Compilation Report

JR PRODUCE INC.
STATEMENT OF RETAINED EARNINGS - INCOME TAX BASIS
FOR THE YEAR ENDED DECEMBER 31, 2013

RETAINED EARNINGS, BEGINNING	\$ 603 334
Net income (loss)	(13 588)
RETAINED EARNINGS, ENDING	<u>\$ 589 746</u>

See Accountant's Compilation Report

2013 Corporation Income Tax Return
prepared for:

JR PRODUCE INC.
500 N ZARAGOZA BLVD SP T-U
EL PASO, TX 79907

CLIFFORD, ROSS, RAUDENBUSH AND COOPER LLC
1790 N Lee Trevino Dr Ste 400
El Paso, TX 79936

CLIFFORD, ROSS, RAUDENBUSH AND COOPER LLC
1790 N Lee Trevino Dr Ste 400
El Paso, TX 79936
(915) 593-3330
tpcerrc@gmail.com

September 2, 2014

JR PRODUCE INC.
500 N ZARAGOZA BLVD SP T-U
EL PASO, TX 79907

Dear Client,

Enclosed is the 2013 Form 1120, U.S. Corporation Income Tax Return, for JR PRODUCE INC. for the tax year ending December 31, 2013.

The return should be signed and dated by a corporate officer and mailed on or before September 15, 2014 to:

Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0012

No payment is due with this return.

Enclosed is the 2014 Form 05-158, Texas Franchise Tax Report for JR PRODUCE INC..

The return should be signed and dated by a corporate officer and mailed on or before November 17, 2014 to:

Comptroller of Public Accounts
P.O. Box 149348
Austin, TX 78714-9348

Along with the tax return, enclose a check or money order, payable to "State Comptroller," in the amount of \$21,948 for the balance of tax due. Write Taxpayer number on the check.

We very much appreciate the opportunity to serve you. If you have any questions regarding this return, please do not hesitate to call.

Sincerely,

TIMOTHY P. CLIFFORD, C.P.A.

Form 1120 (2013) JR PRODUCE INC.

81-0569433

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Schedule C Dividends and Special Deductions (see instructions)	(a) Dividends received	(b) Percentage	(c) Special deductions (a) x (b)
1 Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		70	
2 Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		80	
3 Dividends on debt-financed stock of domestic and foreign corporations		see instructions	
4 Dividends on certain preferred stock of less-than-20%-owned public utilities		42	
5 Dividends on certain preferred stock of 20%-or-more-owned public utilities		48	
6 Dividends from less-than-20%-owned foreign corporations and certain FSCs		70	
7 Dividends from 20%-or-more-owned foreign corporations and certain FSCs		80	
8 Dividends from wholly owned foreign subsidiaries		100	
9 Total. Add lines 1 through 8. See instructions for limitation			
10 Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11 Dividends from affiliated group members		100	
12 Dividends from certain FSCs		100	
13 Dividends from foreign corporations not included on lines 3, 6, 7, 8, 11, or 12			
14 Income from controlled foreign corporations under subpart F (attach Form(s) 5471)			
15 Foreign dividend gross-up			
16 IC-DISC and former DISC dividends not included on lines 1, 2, or 3			
17 Other dividends			
18 Deduction for dividends paid on certain preferred stock of public utilities			
19 Total dividends. Add lines 1 through 17. Enter here and on page 1, line 4			
20 Total special deductions. Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b			

Form 1120 (2013)

Form 1120 (2013) JR PRODUCE INC.

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Schedule J Tax Computation and Payment (see instructions)**Part I – Tax Computation**

1 Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120))	► <input checked="" type="checkbox"/>	
2 Income tax. Check if a qualified personal service corporation (see instructions)	► <input type="checkbox"/>	2 0.
3 Alternative minimum tax (attach Form 4626)		3
4 Add lines 2 and 3		4 0.
5 a Foreign tax credit (attach Form 1118)	5 a	
b Credit from Form 8834 (see instructions)	5 b	
c General business credit (attach Form 3800)	5 c	
d Credit for prior year minimum tax (attach Form 8827)	5 d	
e Bond credits from Form 8912	5 e	
6 Total credits. Add lines 5a through 5e	6	
7 Subtract line 6 from line 4	7	0.
8 Personal holding company tax (attach Schedule PH (Form 1120))	8	
9 a Recapture of investment credit (attach Form 4255)	9 a	
b Recapture of low-income housing credit (attach Form 8611)	9 b	
c Interest due under the look-back method – completed long-term contracts (attach Form 8697)	9 c	
d Interest due under the look-back method – income forecast method (attach Form 8866)	9 d	
e Alternative tax on qualifying shipping activities (attach Form 8902)	9 e	
f Other (see instructions – attach statement)	9 f	
10 Total. Add lines 9a through 9f	10	
11 Total tax. Add lines 7, 8, and 10. Enter here and on page 1, line 31	11	0.

Part II – Payments and Refundable Credits

12 2012 overpayment credited to 2013	12	
13 2013 estimated tax payments	13	
14 2013 refund applied for on Form 4466	14	
15 Combine lines 12, 13, and 14	15	
16 Tax deposited with Form 7004	16	0.
17 Withholding (see instructions)	17	
18 Total payments. Add lines 15, 16 and 17	18	0.
19 Refundable credits from:		
a Form 2439	19 a	
b Form 4136	19 b	
c Form 8827, line 8c	19 c	
d Other (attach statement – see instructions)	19 d	
20 Total credits. Add lines 19a through 19d	20	
21 Total payments and credits. Add lines 18 and 20. Enter here and on page 1, line 32	21	0.

Schedule K Other Information (see instructions)

1 Check accounting method	a <input type="checkbox"/> Cash	b <input checked="" type="checkbox"/> Accrual	c <input type="checkbox"/> Other (specify) ►	Yes	No
2 See the instructions and enter the:					
a Business activity code no. ►	445230				
b Business activity ►	Retail sales				
c Product or service ►	Produce & Food Svcs				
3 Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? If 'Yes,' enter name and EIN of the parent corporation ►				X	
4 At the end of the tax year:					
a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If 'Yes,' complete Part I of Schedule G (Form 1120) (attach Schedule G)				X	
b Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If 'Yes,' complete Part II of Schedule G (Form 1120) (att Schedule G)					X

BAA

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Form 1120 (2013)

Schedule K Other Information continued (see instructions)

5 At the end of the tax year, did the corporation:

a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on Form 851, Affiliations Schedule? For rules of constructive ownership, see instructions
If 'Yes,' complete (i) through (iv) below.

Yes	No
X	

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock

b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions
If 'Yes,' complete (i) through (iv) below.

Yes	No
X	

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

6 During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? (See sections 301 and 316.)
If 'Yes,' file Form 5452, Corporate Report of Nondividend Distributions.
If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary

7 At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of (a) the total voting power of all classes of the corporation's stock entitled to vote or (b) the total value of all classes of the corporation's stock?
For rules of attribution, see section 318. If 'Yes,' enter:

(i) Percentage owned ► _____ and (ii) Owner's country ► _____
(c) The corporation may have to file Form 5472, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ► _____

8 Check this box if the corporation issued publicly offered debt instruments with original issue discount ►
If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.

9 Enter the amount of tax-exempt interest received or accrued during the tax year ► \$ _____

10 Enter the number of shareholders at the end of the tax year (if 100 or fewer) ► 2

11 If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here ►
If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid.

12 Enter the available NOL carryover from prior tax years (do not reduce it by any deduction on line 29a) ► \$ _____ 88,617

13 Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end of the tax year less than \$250,000?
If 'Yes,' the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of cash distributions and the book value property distributions (other than cash) made during the tax year. ► \$ _____

14 Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement (see instructions)?
If 'Yes,' complete and attach Schedule UTP.

15 a Did the corporation make any payments in 2013 that would require it to file Form(s) 1099?
b If 'Yes,' did or will the corporation file required Forms 1099?

16 During this tax year, did the corporation have an 80% or more change in ownership, including a change due to redemption of its own stock?

17 During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction?

18 Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than \$1 million

Form 1120 (2013) JR PRODUCE INC.

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Schedule L	Balance Sheets per Books	Beginning of tax year		End of tax year	
		(a)	(b)	(c)	(d)
1	Cash		5,860.		3,501.
2 a	Trade notes and accounts receivable	7,712.		0.	0.
b	Less allowance for bad debts		7,712.		0.
3	Inventories		48,111.		38,966.
4	U.S. government obligations				
5	Tax-exempt securities (see instructions)				
6	Other current assets (attach statement) Ln .6. Stmt		316,695.		223,148.
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments (attach statement)				
10 a	Buildings and other depreciable assets	710,564.		710,564.	
b	Less accumulated depreciation	662,293.	48,271.	678,955.	31,609.
11 a	Depletable assets				
b	Less accumulated depletion				
12	Land (net of any amortization)		1,235,249.		1,235,249.
13 a	Intangible assets (amortizable only)	9,664.		9,664.	
b	Less accumulated amortization	2,944.	6,720.	3,588.	6,076.
14	Other assets (attach statement)				
15	Total assets		1,668,618.		1,538,549.
Liabilities and Shareholders' Equity					
16	Accounts payable		58,883.		53,882.
17	Mortgages, notes, bonds payable in less than 1 year		123,739.		74,688.
18	Other current liabilities (attach stmt) . . Ln. 18 Stmt		196,196.		179,542.
19	Loans from shareholders		43,368.		6,267.
20	Mortgages, notes, bonds payable in 1 year or more		642,098.		633,426.
21	Other liabilities (attach statement)				
22	Capital stock: a Preferred stock				
b	Common stock	1,000.	1,000.	1,000.	1,000.
23	Additional paid-in capital				
24	Retained earnings — Approp (att stmt)				
25	Retained earnings — Unappropriated		603,334.		589,744.
26	Adjml to shareholders' equity (att stmt)				
27	Less cost of treasury stock				
28	Total liabilities and shareholders' equity		1,668,618.		1,538,549.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: Schedule M-3 required instead of Schedule M-1 if total assets are \$10 million or more — see instructions

1	Net income (loss) per books	-13,590.	7	Income recorded on books this year not included on this return (itemize):	
2	Federal income tax per books	0.	Tax-exempt interest \$		
3	Excess of capital losses over capital gains		-----		
4	Income subject to tax not recorded on books this year (itemize):		-----		
5	Expenses recorded on books this year not deducted on this return (itemize):		8	Deductions on this return not charged against book income this year (itemize):	
a	Depreciation . . . \$ 388.		a	Depreciation . . \$	
b	Charitable contributions . . \$ 49.		b	Charitable contribns \$	
c	Travel & entertainment . . \$		See Ln 8 Stmt	5.	
See Ln 5 Stmt	1.	438.			5.
6	Add lines 1 through 5	-13,152.	9	Add lines 7 and 8	5.
			10	Income (page 1, line 28) — line 6 less line 9	-13,157.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1	Balance at beginning of year	603,334.	5	Distributions a Cash	
2	Net income (loss) per books	-13,590.	b	Stock c Properly	
3	Other increases (itemize):		6	Other decreases (itemize):	
4	Add lines 1, 2, and 3	589,744.	7	Add lines 5 and 6	
			8	Balance at end of year (line 4 less line 7)	589,744.

SCHEDULE O

(Form 1120)

(Rev December 2012)

Department of the Treasury
Internal Revenue Service**Consent Plan and Apportionment Schedule
for a Controlled Group**

OMB No. 1545-0123

► Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-L, 1120-PC, 1120-REIT, or 1120-RIC.
► Information about Schedule O (Form 1120) and its instructions is available www.irs.gov/form1120

Name _____ Employer identification number _____

JR PRODUCE INC.

81-0569433

Part I Apportionment Plan Information

1 Type of controlled group:

- a Parent-subsidiary group
- b Brother-sister group
- c Combined group
- d Life insurance companies only

2 This corporation has been a member of this group:

- a For the entire tax year.
- b From _____, _____, until _____, _____.

3 This corporation consents and represents to:

- a Adopt an apportionment plan. All the other members of this group are adopting an apportionment plan effective for the current tax year which ends on 12/31, 2013, and for all succeeding tax years.
- b Amend the current apportionment plan. All the other members of this group are currently amending a previously adopted plan, which was in effect for the tax year ending _____, _____, and for all succeeding tax years.
- c Terminate the current apportionment plan and not adopt a new plan. All the other members of this group are not adopting an apportionment plan.
- d Terminate the current apportionment plan and adopt a new plan. All the other members of this group are adopting an apportionment plan effective for the current tax year which ends on _____, _____, and for all succeeding tax years.

4 If you checked box 3c or 3d above, check the applicable box below to indicate if the termination of the current apportionment plan was:

- a Elected by the component members of the group.
- b Required for the component members of the group.

5 If you did not check a box on line 3 above, check the applicable box below concerning the status of the group's apportionment plan (see instructions).

- a No apportionment plan is in effect and none is being adopted.
- b An apportionment plan is already in effect. It was adopted for the tax year ending _____, _____, and for all succeeding tax years.

6 If all the members of this group are adopting a plan or amending the current plan for a tax year after the due date (including extensions) of the tax return for this corporation, is there at least one year remaining on the statute of limitations from the date this corporation filed its amended return for such tax year for assessing any resulting deficiency? See instructions.

- a Yes.
 - (i) The statute of limitations for this year will expire on _____, _____.
 - (ii) On _____, _____, this corporation entered into an agreement with the Internal Revenue Service to extend the statute of limitations for purposes of assessment until _____, _____.
- b No. The members may not adopt or amend an apportionment plan.

7 Required information and elections for component members. Check the applicable box(es) (see instructions).

- a The corporation will determine its tax liability by applying the maximum tax rate imposed by section 11 to the entire amount of its taxable income.
- b The corporation and the other members of the group elect the FIFO method (rather than defaulting to the proportionate method) for allocating the additional taxes for the group imposed by section 11(b)(1).
- c The corporation has a short tax year that does not include December 31.

Caution: Each total in Part II, column (g) for each component member must equal taxable income from Form 1120, page 1, line 30 or the comparable line of such member's tax return.

		Taxable Income Amount Allocated to Each Bracket					
		(b) Tax year end (Year-Month)	(c) 15%	(d) 25%	(e) 34%	(f) 35%	(g) Total (add columns (c) through (f))
1	JR PRODUCE INC.	81-0569433	12/31/13	0.	0.	0.	0.
2	QJRA ENTERPRISES, INC.	20-8066326	12/31/13	0.	0.	0.	0.
3	QABG ENTERPRISES, INC.	20-5769159	12/31/13	0.	0.	0.	0.
4	OSLG ENTERPRISES, INC.	74-2795670	12/31/13	0.	0.	0.	0.
5	LEOGON ENTERPRISES LLC	45-4138516	12/31/13	0.	0.	0.	0.
6							
7							
8							
9							
10							
Total	BAA			0.	0.	0.	0.

Schedule O (Form 1120) (Rev 12-2012)

Part III Income Tax Apportionment (See instructions)

		Income Tax Apportionment						
		(b) 15%	(c) 25%	(d) 34%	(e) 35%	(f) 5%	(g) %	(h) Total income tax (combine lines (b) through (g))
1	J.R. PRODUCE INC.	0.	0.	0.	0.	0.	0.	0.
2	OJRA ENTERPRISES, INC.	0.	0.	0.	0.	0.	0.	0.
3	OABG ENTERPRISES, INC.	0.	0.	0.	0.	0.	0.	0.
4	OSLG ENTERPRISES, INC.	0.	0.	0.	0.	0.	0.	0.
5	LEOGON ENTERPRISES LLC	0.	0.	0.	0.	0.	0.	0.
6								
7								
8								
9								
10								
Total	BAA	0.	0.	0.	0.	0.	0.	0.

Schedule O (Form 1120) (Rev 12-2012)

Other Apportionments					
(a) Group member's name	(b) Accumulated earnings credit	(c) AMT exemption amount	(d) Phaseout of AMT exemption amount	(e) Penalty for failure to pay estimated tax	(f) Other
1 JR PRODUCE INC.					
2 OJRA ENTERPRISES, INC.					
3 OABG ENTERPRISES, INC.					
4 OSLG ENTERPRISES, INC.					
5 IEOGON ENTERPRISES LLC					
6					
7					
8					
9					
10					
Total					
BAA					

Form 1125-A

(Rev December 2012)

Department of the Treasury
Internal Revenue Service

Cost of Goods Sold

OMB No. 1545-2225

► Attach to Form 1120, 1120-C, 1120-F, 1120-S, 1065, or 1065-B.
► Information about Form 1125-A and its instructions is at www.irs.gov/form1125a.

Name

JR PRODUCE INC.

Employer identification number

81-0569433

1	48,111.
2	1,473,439.
3	
4	
5	4,126.
6	1,525,676.
7	38,966.
8	1,486,710.

1 Inventory at beginning of year

2 Purchases

3 Cost of labor

4 Additional section 263A costs (attach schedule)

5 Other costs (attach schedule) See Other Costs Statement

6 Total. Add lines 1 through 5

7 Inventory at end of year

8 Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return (see instructions)

9 a Check all methods used for valuing closing inventory:

(i) Cost
(ii) Lower of cost or market
(iii) Other (Specify method used and attach explanation) ►

b Check if there was a writedown of subnormal goods ►

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ►

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO

e If property is produced or acquired for resale, do the rules of section 263A apply to the entity (see instructions)?

 Yes No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If 'Yes,' attach explanation

 Yes No

BAA For Paperwork Reduction Act Notice, see instructions.

Form 1125-A (Rev 12-2012)

COPIY

SCHEDULE G
(Form 1120)
(Rev December 2011)

Information on Certain Persons Owning the Corporation's Voting Stock

► Attach to Form 1120.

► See instructions.

OMB No. 1545-0123

Name

Employer identification number (EIN)

JR PRODUCE INC.

81-0569433

Part I

Certain Entities Owning the Corporation's Voting Stock. (Form 1120, Schedule K, Question 4a)

Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

Part II

Certain Individuals and Estates Owning the Corporation's Voting Stock. (Form 1120, Schedule K, Question 4b)

Certain individuals and estates owning the corporation's voting stock. (Form 1120, Schedule K, Question 50.)

Complete columns (i) through (iv) below for any individual or estate that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Percentage Owned in Voting Stock

Form 4562

Depreciation and Amortization
(Including Information on Listed Property)

OMB No. 1545-0172

2013

Attachment
Sequence No. 179

Identifying number

81-0569433

Department of the Treasury
Internal Revenue Service (99)

► See separate instructions. ► Attach to your tax return.

Name(s) shown on return

JR PRODUCE INC.

Business or activity to which this form relates

Form 1120 Line 20

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	388.
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	0.
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	500,000.
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
60	MICROWAVE	203.	203.
	See Additional Section 179 Property Statement		185.
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	388.
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	388.
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	173.
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	0.
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11.	12	0.
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12.	13	561.

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	55.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013.	17	13,971.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here.	<input type="checkbox"/>	

Section B – Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			27.5 yrs	MM	S/L	
			39 yrs	MM	S/L	
				MM	S/L	

Section C – Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	2,248.
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	16,274.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24 a Do you have evidence to support the business/investment use claimed?				<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	24b If 'Yes,' is the evidence written?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use:								
58 08 FORD RANGER	01/01/11	100.00	11,708.	11,708.	5.00	200 DB-HY	2,248.	
27 Property used 50% or less in a qualified business use:								
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28	2,248.	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1						29		

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles).	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.) Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions):					
43 Amortization of costs that began before your 2013 tax year					
44 Total. Add amounts in column (f). See the instructions for where to report					

Controlled Group Tax Calculation Statement

2013

► Attach to return.

Name	Employer Identification Number	
JR PRODUCE INC.	81-0569433	
	(a) Filing Member	(b) Entire Controlled Group
1 Taxable income from line 30, page 1, Form 1120	1	
2 Line 1 or share of \$50,000 taxable income bracket, whichever is less	2	0.
3 Subtract line 2 from line 1.	3	0.
4 Line 3 or share of \$25,000 taxable income bracket, whichever is less	4	0.
5 Subtract line 4 from line 3.	5	0.
6 Line 5 or share of \$9,925,000 taxable income bracket, whichever is less	6	0.
7 Subtract line 6 from line 5.	7	0.
8 Multiply line 2 by 15%	8	0.
9 Multiply line 4 by 25%	9	0.
10 Multiply line 6 by 34%	10	0.
11 Multiply line 7 by 35%	11	0.
12 If a controlled group taxable income exceeds \$100,000, enter smaller of: (a) 5% of the excess over \$100,000 or (b) \$11,750 (see line I below)	12	
13 If a controlled group taxable income exceeds \$15,000,000 enter smaller of: (a) 3% of the excess over \$15,000,000 or (b) \$100,000 (see line N below)	13	
14 Income tax. Add lines 8 through 13. Enter here and on line 3, Schedule J, Form 1120	14	0.

Calculation of Additional 5% tax (see line 12)

A Income taxed at 15% rate (line 2 above)	A		
B Tax rate difference (34% - 15%)	B	19%	19%
C Tax difference (line A multiplied by line B)	C		
D Income taxed at 25% (line 4 above)	D		
E Tax rate difference (34% - 25%)	E	9%	9%
F Tax difference (line D multiplied by line E)	F		
G Total tax difference (line C plus line F)	G		
H Percentage of additional tax paid by the entire group (line 12(b) divided by line G(b))	H		%
I Total additional 5% tax (line G multiplied by line H)	I		

Calculation of Additional 3% tax (see line 13)

J Income taxed at 34% rate (line 2 + 4 + 6)	J		
K Tax rate difference (35% - 34%)	K	1%	1%
L Tax difference (line J multiplied by line K)	L		
M Percentage of additional tax paid by the entire group (line 13(b) divided by line L(b))	M		%
N Total additional 3% tax (line L multiplied by line M)	N		

Form 1120, Line 29a

Net Operating Loss Worksheet

2013

Name JR PRODUCE INC.	Employer Identification Number 81-0569433
-------------------------	--

CURRENT LAW: Two year carryback, twenty year carryover

NOL Carryover Year	A Carryover	B Less Carrybacks/ Carryovers	C Adjusted Carryover
2012	49,984.		49,984.
2011	38,633.		38,633.
2010			
2009			
2008			
2007			
2006			
2005			
2004			
2003			
2002			
2001			
2000			
1999			
1998			
1997			
Total new law	88,617.		88,617.

OLD LAW: Three year carryback, fifteen year carryover

NOL Carryover Year	A Carryover	B Less Carrybacks/ Carryovers	C Adjusted Carryover
2011			
2010			
2009			
2008			
2007			
2006			
2005			
2004			
2003			
2002			
2001			
2000			
1999			
1998			
1997			
Total old law			

JR PRODUCE INC.

81-0569433

Net Operating Loss Summary

NOL Carryover Year	A NOL Carryover Available	B Deduction Allowed in Current Year	C Adjustment Under Section 172(b)(2)	D Remaining Carryover 20 Years	E Remaining Carryover 15 Years*
2012	49,984.			49,984.	
2011	38,633.			38,633.	0.
2010					
2009					
2008					
2007					
2006					
2005					
2004					
2003					
2002					
2001					
2000					
1999					
1998					
1997					
Totals	88,617.			88,617.	0.
Less: Carryover expiring due to 15-year limitation					
Add: Current year net operating loss					13,157.
Less: Carryback of current year net operating loss					
Net operating loss carryover to next year					101,774.

* The 15 year carryover based on the Old Law reached it's final carryover year.

CPCW7601.SCR 08/05/13

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Form 1120, Page 1, Line 10

Other Income Statement

OTHER INCOME	55,009.
Total	<u>55,009.</u>

Form 1120, Page 1, Line 26

Other Deductions Statement

ACCOUNTING	13,108.
AMORTIZATION	645.
AUTOMOBILE AND TRUCK EXPENSE	7,102.
BANK CHARGES	12,181.
DUES AND SUBSCRIPTIONS	45.
INSURANCE	30,883.
LEGAL AND PROFESSIONAL	76,113.
MISCELLANEOUS	-73,287.
OFFICE EXPENSE	2,120.
SECURITY	3,193.
TELEPHONE	3,638.
UTILITIES	79,118.
STORE EXPENSES	17,925.
CREDIT CARD FEES	41,658.
LEASES	105,892.
Total	<u>320,334.</u>

Form 1120, Page 5, Schedule L, Line 6

Ln 6 Stmt

Other Current Assets:	Beginning of tax year	End of tax year
Due from affiliates	293,241.	223,144.
Prepaid FIT	23,450.	0.
Rounding	4.	4.
Total	<u>316,695.</u>	<u>223,148.</u>

Form 1120, Page 5, Schedule L, Line 18

Ln 18 Stmt

Other Current Liabilities:	Beginning of tax year	End of tax year
CC payables	3,351.	9,703.
Accrued payroll taxes	1,125.	1,466.
Sales tax payable	1,509.	1,509.
Bank overdraft	55,891.	60,906.
Due to affiliate	134,320.	105,958.
Total	<u>196,196.</u>	<u>179,542.</u>

JR PRODUCE INC. 81-0569433

2

Form 1120, Page 4, Schedule M-1, Line 5

Ln 5 Stmt

Rounding 1.

Total 1.

Form 1120, Page 4, Schedule M-1, Line 8

Ln 8 Stmt

Amortization - tax over book 1.

Rounding 4.

Total 5.

Form 1125, Line 5

Other Costs Statement

Freight 4,126.

Total 4,126.

Form 4562, line 6

Additional Section 179 Property Statement

(a) Description of property	(b) Cost (bus use only)	(c) Elected cost
61 JUICER MANUAL LEVEL A	98.	98.
62 KITCHEN MICROWAVE	87.	87.
Total		<u>185.</u>

Total

185.

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